

Mark S. Frankel (P41565)  
Jerry M. Ellis (P13163)  
Couzens, Lansky, Fealk, Ellis,  
Roeder & Lazar, P.C.  
39395 W. Twelve Mile Road, Suite 200  
Farmington Hills, Michigan 48331  
(248) 489-8600  
Fax (248) 489-4156  
[mark.frankel@couzens.com](mailto:mark.frankel@couzens.com)

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:

General Motors Corp., et al.,  
  
Debtors.

Chapter 11  
  
Case No. 09-50026 (REG)  
  
(Jointly administered)

---

**LIMITED OBJECTION OF COMMERCIAL CONTRACTING CORPORATION TO THE  
DEBTOR'S NOTICE OF INTENTION TO ASSUME AND PROPOSED CURE AMOUNT**

Now comes Commercial Contracting Corporation ("CCC") by and through its attorneys and hereby submits its limited objection (the "Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto (the "Notice") (Docket No. 92), served upon CCC by the Debtors pursuant to this Court's Order (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings, LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the "Order") (Docket No. 274).

1. The Debtors commenced their voluntary Chapter 11 bankruptcy cases on June 1, 2009.
2. On June 2, 2009, the Court entered the Order which set forth the procedures regarding Debtors' assumption and assignment of executory contracts.

3. Pursuant to the Order, the Debtors delivered a Notice dated June 5, 2009 to CCC indicating that the Debtors intend to assume and assign certain of the Debtors' executory contracts with CCC as set forth on the Debtors' secure website (the "Contracts").

4. CCC has no objection to the assumption of the Contracts.

5. In reviewing the proposed cure amounts set forth by the Debtors on the website (which has been periodically changed since June 5), CCC has been unable to fully reconcile the proposed cure payments for the Contracts and it appears that the listed amounts may be insufficient to fully cure all amounts due under the Contracts.

6. CCC reasonably believes that any differences as to the proposed cure amounts will be able to be reconciled between CCC and the Debtors; however, due to the deadlines for filing objections and to preserve all rights with regard to the Contracts, CCC is compelled to file the within Objection.

7. CCC reserves the right to amend or supplement its Objection.

WHEREFORE, Commercial Contracting Corporation respectfully objects to the proposed cure amount as set forth by the Debtors and requests that this Court enter such relief as is just and equitable.

Dated: June 15, 2009

Couzens, Lansky, Fealk, Ellis,  
Roeder & Lazar, P.C.

/s/ Mark S. Frankel  
Mark S. Frankel (P41565)  
Bruce J. Lazar (P16475)  
(Admitted pro hac vice)  
Couzens, Lansky, Fealk, Ellis,  
Roeder & Lazar, P.C.  
39395 W. Twelve Mile Road, Suite 200  
Farmington Hills, Michigan 48331  
(248) 489-8600  
Fax (248) 489-4156  
[mark.frankel@couzens.com](mailto:mark.frankel@couzens.com)

### **CERTIFICATE OF SERVICE**

I hereby certify that on June 15, 2009, I filed, and thereby caused, the *Limited Objection of Commercial Contracting Corporation to the Debtors' Notice of Intention to Assume and Proposed Cure Amount* to be served via electronic mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system. And further, on June 15, 2009, I served the following parties via electronic mail and/or via overnight delivery:

The Debtors  
c/o General Motors Corporation  
Attn: Warren Command Center, Mailcode 480-206-114  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, MI 48090-9025

Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq.  
Weil, Gotshal & Manges, LLP  
Attorneys for the Debtors  
767 Fifth Avenue  
New York, NY 10153  
[harvey.miller@weil.com](mailto:harvey.miller@weil.com)  
[theodore.tsekerides@weil.com](mailto:theodore.tsekerides@weil.com)

U.S. Treasury  
Attn: Matthew Feldman, Esq.  
1500 Pennsylvania Avenue NW  
Room 2312  
Washington, D.C. 20220

Cadwalader, Wickersham & Taft, LLP  
Attn: John J. Rapisardi, Esq.  
One World Financial Center  
New York, NY 10281  
[john.rapisardi@cwt.com](mailto:john.rapisardi@cwt.com)

Michael J. Edelman, Esq.  
Michael L. Schein, Esq.  
Vedder Price, P.C.  
Attorneys for the Export Development Canada  
1633 Broadway, 47<sup>th</sup> Floor  
New York, NY 10019  
[mjedelman@vedderprice.com](mailto:mjedelman@vedderprice.com)

Office of the United States Trustee  
For the Southern District of New York  
Attn: Diana G. Adams, Esq.  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, NY 10004

/s/ Mark S. Frankel  
Mark S. Frankel (P41565)

O:\MSF\Commercial Contracting\GM\LimitedObjection.wpd